

B. JOHN CASEY, OSB No. 120025  
john.casey@stoel.com  
RACHEL C. LEE, OSB No. 102944  
rachel.lee@stoel.com  
JACOB GOLDBERG, OSB No. 162565  
jacob.goldberg@stoel.com  
STOEL RIVES LLP  
760 SW Ninth Avenue, Suite 3000  
Portland, OR 97205  
Telephone: 503.224.3380

MATTHEW M. WOLF (*Pro Hac Vice*)  
matthew.wolf@arnoldporter.com  
ARNOLD & PORTER KAYE SCHOLER LLP  
601 Massachusetts Avenue, NW  
Washington, DC 20001  
Telephone: 202.942.5000

*Attorneys for Defendant The Kroger Company*

UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON  
PORTLAND DIVISION

FEDERAL TRADE COMMISSION, STATE  
OF ARIZONA, STATE OF CALIFORNIA,  
DISTRICT OF COLUMBIA, STATE OF  
ILLINOIS, STATE OF MARYLAND, STATE  
OF NEVADA, STATE OF NEW MEXICO,  
STATE OF OREGON, and STATE OF  
WYOMING,

Plaintiffs,

v.

THE KROGER COMPANY and  
ALBERTSONS COMPANIES, INC.,

Defendants.

Case No.: 3:24-cv-00347-AN

**DEFENDANTS' NOTICE OF FILING  
UNDER SEAL CERTAIN PARTS OF  
THEIR OPPOSITION TO PLAINTIFFS'  
MOTION IN LIMINE TO EXCLUDE  
EVIDENCE ABOUT THE  
DIVESTITURE AND EFFICIENCIES  
AND ACCOMPANYING  
DECLARATION AND EXHIBITS**

**NOTICE**

Defendants are filing today their Opposition to Plaintiffs' Motion in Limine to Exclude Evidence about the Divestiture and Efficiencies. Defendants' Opposition attaches certain exhibits designated under the Protective Order as Confidential or Highly Confidential or filed under seal out of an abundance of caution. Pursuant to the Protective Order ECF No. 91, Defendants hereby give notice that they shall file a public version of the Opposition with redactions on page 5 as well as a separate nonpublic version under seal with a Declaration and Exhibits 1-13.

STOEL RIVES LLP

DATED: August 21, 2024

*/s/ B. John Casey*

\_\_\_\_\_  
B. JOHN CASEY, OSB No. 120025

john.casey@stoel.com

RACHEL C. LEE, OSB No. 102944

rachel.lee@stoel.com

JACOB GOLDBERG, OSB No. 162565

jacob.goldberg@stoel.com

AND

ANGELI LAW GROUP LLC

/s/ David H. Angeli

DAVID H. ANGELI, Bar No. 020244  
david@angelilaw.com  
PETER D. HAWKES, Bar No. 071986  
peter@angelilaw.com  
121 SW Morrison Street, Suite 400  
Portland, OR 97204  
Telephone: 503.954.2232

AND

DEBEVOISE & PLIMPTON LLP

EDWARD D. HASSI (*Pro Hac Vice*)

thassi@debevoise.com  
801 Pennsylvania Avenue NW  
Washington, DC 20004  
Telephone: 202.942.5000

MICHAEL SCHAPER (*Pro Hac Vice*)

mschaper@debevoise.com

SHANNON ROSE SELDEN (*Pro Hac Vice*)

srselfden@debevoise.com

J. ROBERT ABRAHAM (*Pro Hac Vice*)

jrabraham@debevoise.com

NATASCHA BORN (*Pro Hac Vice*)

nborn@debevoise.com

66 Hudson Boulevard

New York, NY 10001

Telephone: 212.909.6000

AND

WILLIAMS & CONNOLLY LLP

ENU A. MAINIGI (*Pro Hac Vice*)

emainigi@wc.com

JONATHAN B. PITT (*Pro Hac Vice*)

jpitt@wc.com

A. JOSHUA PODOLL (*Pro Hac Vice*)

apodoll@wc.com

THOMAS W. RYAN (*Pro Hac Vice*)

tryan@wc.com

TYLER INFINGER(*Pro Hac Vice*)

ARNOLD & PORTER KAYE SCHOLER LLP

MATTHEW M. WOLF (*Pro Hac Vice*)

matthew.wolf@arnoldporter.com

SONIA K. PFAFFENROTH (*Pro Hac Vice*)

sonia.pfaffenroth@arnoldporter.com

JOSHUA M. DAVIS (*Pro Hac Vice*)

joshua.davis@arnoldporter.com

KOLYA D. GLICK (*Pro Hac Vice*)

kolya.glick@arnoldporter.com

JASON C. EWART (*Pro Hac Vice*)

jason.ewart@arnoldporter.com

MICHAEL E. KIENTZLE (*Pro Hac Vice*)

michael.kientzle@arnoldporter.com

MATTHEW M. SHULTZ (*Pro Hac Vice*)

matthew.shultz@arnoldporter.com

DAVID B. BERGMAN (*Pro Hac Vice*)

david.bergman@arnoldporter.com

MICHAEL L. WALDEN (*Pro Hac Vice*)

mike.walden@arnoldporter.com

YASMINE L. HARIK (*Pro Hac Vice*)

yasmine.harik@arnoldporter.com

ALLISON GARDNER (*Pro Hac Vice*)

allison.gardner@arnoldporter.com

BARBARA H. WOOTTON (*Pro Hac Vice*)

barbara.wootton@arnoldporter.com

CHRISTIAN SCHULTZ (*Pro Hac Vice*)

christian.schultz@arnoldporter.com

DAVID EMANUELSON (*Pro Hac Vice*)

david.emuelson@arnoldporter.com

MEI-WAH LEE (*Pro Hac Vice*)

mei-wah.lee@arnoldporter.com

WILSON DELOSS MUDGE (*Pro Hac Vice*)

wilson.mudge@arnoldporter.com

601 Massachusetts Avenue, NW

Washington, DC 20001

Telephone: 202.942.5000

JOHN A. HOLLER (*Pro Hac Vice*)

john.holler@arnoldporter.com

250 W 55th Street

New York, NY 10019

Telephone: 212.836.8000

BRIAN K. CONDON (*Pro Hac Vice*)

tinfinger@wc.com  
WILLIAM ASHWORTH (*Pro Hac Vice*)  
washworth@wc.com  
680 Maine Avenue SW  
Washington, DC 20024  
Telephone: 202.434.5000

AND

DECHERT LLP

JAMES A. FISHKIN (*Pro Hac Vice*)  
james.fishkin@dechert.com  
MICHAEL COWIE (*Pro Hac Vice*)  
mike.cowie@dechert.com  
ELENA KAMENIR (*Pro Hac Vice*)  
elena.kamenir@dechert.com  
1900 K Street NW  
Washington, DC 20006  
Telephone: 202.261.3300

HOWARD. M. ULLMAN (*Pro Hac Vice*)  
howard.ullman@dechert.com  
45 Fremont St, 26th Floor  
San Francisco, CA 94105  
Telephone: 415.262.4500

ROSS UFBERG (*Pro Hac Vice*)  
ross.ufberg@dechert.com  
YOSEF WEITZMAN (*Pro Hac Vice*)  
yosi.weitzman@dechert.com  
Cira Centre  
2929 Arch Street  
Philadelphia, PA 19104  
Telephone: 215.994.2422

*Attorneys for Defendant Albertsons  
Companies, Inc.*

brian.condon@arnoldporter.com  
777 S. Figueroa Street, 44th Floor  
Los Angeles, CA 90017  
Telephone: 213.243.4000

JEREMY T. KAMRAS (*Pro Hac Vice*)  
jeremy.kamras@arnoldporter.com  
Three Embarcadero Center, 10th Floor  
San Francisco, CA 94111  
Telephone: 415.471.3100

AND

WEIL, GOTSHAL & MANGES LLP

MARK A. PERRY (*Pro Hac Vice*)  
mark.perry@weil.com  
LUKE SULLIVAN (*Pro Hac Vice*)  
luke.sullivan@weil.com  
JASON N. KLEINWAKS (*Pro Hac Vice*)  
jason.kleinwaks@weil.com  
2001 M Street, NW, Suite 600  
Washington, DC 20036  
Telephone: 202.682.7000

LUNA N. BARRINGTON (*Pro Hac Vice*)  
luna.barrington@weil.com  
767 Fifth Avenue  
New York, NY 10153  
Telephone: 212.310.8000

SARAH M. STERNLIEB (*Pro Hac Vice*)  
sarah.sternlieb@weil.com  
700 Louisiana Street, Suite 3700  
Houston, TX 77002  
Telephone: 713.546.5000

BAMBO OBARO (*Pro Hac Vice*)  
bambo.obaro@weil.com  
201 Redwood Shores Parkway  
Redwood Shores, CA 94065  
Telephone: 650.802.3000

THOMAS B. FIASCONE (*Pro Hac Vice*)  
tom.fiascone@weil.com  
REBECCA SIVITZ (*Pro Hac Vice*)

rebecca.sivitz@weil.com  
100 Federal Street, Floor 34  
Boston, MA 02110  
Telephone: 617.722.8314

*Attorneys for Defendant The Kroger Company*